

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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In Re VEECO INSTRUMENTS, INC.,	:	05-MD-1695 (CM)
SECURITIES LITIGATION	:	
_____X		
THIS DOCUMENT RELATES TO:	:	
_____X		
AUGUST SCHUPP, III, derivatively on behalf of	:	05-CV-10225 (CM)
VEECO INSTRUMENTS, INC.,	:	
	:	
Plaintiff(s),	:	<b>DECLARATION OF ROBERT I.</b>
	:	<b>HARWOOD IN SUPPORT OF</b>
v.	:	<b>PLAINTIFFS' MOTION FOR</b>
	:	<b>LEAVE TO AMEND THEIR</b>
	:	<b>CONSOLIDATED AMENDED</b>
EDWARD H. BRAUN, et al.,	:	<b>VERIFIED SHAREHOLDER</b>
	:	<b>DERIVATIVE COMPLAINT AND</b>
Defendant(s),	:	<b>TO FILE A SECOND</b>
	:	<b>CONSOLIDATED AMENDED</b>
	:	<b>VERIFIED SHAREHOLDER</b>
	:	<b>DERIVATIVE COMPLAINT</b>
	:	
_____X		
DAVID ALTMAN, derivatively on behalf of	:	05-CV-10226 (CM)
VEECO INSTRUMENTS, INC.,	:	
	:	
Plaintiff(s),	:	
	:	
v.	:	
	:	
EDWARD H. BRAUN, et al.,	:	
	:	
Defendant(s)	:	
_____X		

I, Robert I. Harwood, declare under penalty of perjury, as follows:

1. I am a partner of the law firm Wechsler Harwood LLP, counsel to Plaintiffs in this action.
2. Attached hereto as Exhibit A is a true and correct copy of Plaintiffs' Consolidated Amended Verified Shareholder Derivative Complaint filed on September 26, 2005.
3. Attached hereto as Exhibit B is a true and correct copy of Plaintiffs' (Proposed) Second Consolidated Amended Verified Shareholder Derivative Complaint.

Dated: November 7, 2006

s/ Robert I. Harwood  
Robert I. Harwood